

# **TSC Whistleblowing Policy & Procedure**

*Updated on October 10, 2019*

## **Purpose & Scope**

The Stakeholder Company does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing by staff in the course of their work. This Whistleblowing Policy (the “Policy”) is intended to provide a framework to promote responsible and secure whistleblowing without fear of adverse consequences.

Employees and outside parties, such as suppliers, customers, contractors and other stakeholders, may use the procedures set out in the Policy to report any concern or complaint regarding questionable accounting or auditing matters, internal controls, disclosure matters, conflict of interest, insider trading, collusion with competitors, serious breaches of Company policy, unsafe work practices or any other matters involving fraud, corruption and employee misconduct.

The Policy allows for reporting by employees or outside parties of such matters, without fear of reprisal, discrimination or adverse consequences, and also permits the Company to address such reports by taking appropriate action, including, but not limited to, disciplining or terminating the employment and/or services of those responsible.

The Policy is meant to protect genuine whistleblowers from any unfair treatment as a result of their report. Frivolous and bogus complaints will be disregarded. The Policy is also not a route for taking up personal grievances. These should continue to be taken up directly with Division or Department heads.

## **Reporting Mechanisms**

The Company encourages employees and outside parties to put their names to their allegations whenever possible. Concerns or irregularities expressed anonymously are more difficult to act upon effectively but they will be considered, taking into account the seriousness and credibility of the issues raised, and the likelihood of confirming the allegation from attributable sources and information provided. All concerns or irregularities raised will be

treated with confidence and every effort will be made to ensure that confidentiality is maintained throughout the process.

Concerns may be raised verbally or in writing. As it is essential for the Company to have all critical information in order to be able to effectively evaluate and investigate a complaint, the report made should provide as much detail and be as specific as possible. The complaint should include details of the parties involved, dates or period of time, the type of concern, evidence substantiating the complaint, where possible, and contact details, in case further information is required. The Receiving Officer is Chief Financial Officer. The contact details of the Receiving Officer are as follows:

<b>Name</b>	<i>Stephen Lyons</i>
<b>Email</b>	<i>whistleblow@tsc.ai</i>

Complaints raised to other parties within the Company will be directed to the Receiving Officer, who is responsible for maintaining a centralized repository of all reported cases and ensuring that issues raised are properly resolved. All matters reported will be reviewed within a reasonable timeframe, and after due consideration and inquiry, a decision will be taken on whether to proceed with a detailed investigation. Guidance/direction may be sought from the CEO and other appropriate parties. While all complaints received by the Receiving Officer will be reported to the CEO, whistleblowing complaints alleging fraud and breaches of corporate governance will be escalated to the Board of The Stakeholder Company.

In addition, where the complaints relate to a senior executive and/or the CEO, the Receiving Officer will escalate these to the Board collectively, who will then decide on further action to be taken.

The whistleblower email and hotline are for reporting irregularities such as:

1. Forgery
2. Misappropriation of funds and classified documents
3. Abuse and misrepresentation of power and authority
4. Failure to comply with laws and regulations

5. Discrimination on the basis of gender, race, disabilities
6. Harassment
7. Corruption and bribery
8. Theft

## **Safeguards**

The Company prohibits discrimination, retaliation or harassment of any kind against a whistleblower who submits a complaint or report in good faith. If a whistleblower believes that he or she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he or she should immediately report those facts to the CEO.

Reporting should be done promptly to facilitate investigation and the taking of appropriate action.

At the appropriate time, the party making the report/complaint may need to come forward as a witness. If an employee or outside party makes an allegation in good faith but it is not confirmed by the investigation, no action will be taken against him or her. If, however, an employee has made an allegation frivolously, maliciously or for personal gain, disciplinary action may be taken against him or her. Likewise, if investigations reveal that the outside party making the complaint had done so maliciously or for personal gain, appropriate action, including reporting the matter to the police, may be taken.

## **Handling of Complaints**

The Receiving Officer, may, in consultation with the CEO and/or senior management, direct the complaint to the division/department best placed to address it, or lead the investigation to ensure prompt and appropriate investigation and resolution. All information disclosed during the course of an investigation will remain confidential, except as necessary or appropriate to conduct that investigation and to take any remedial action, in accordance with any applicable laws and regulations.

The Company reserves the right to refer any concerns or complaints to appropriate external regulatory authorities. Depending on the nature of the complaint, the subject of the complaint may be informed of the allegations against him or her and be provided with an opportunity to

reply to such allegations. Employees who fail to cooperate in an investigation, or deliberately provide false information during an investigation, shall be subject to strict disciplinary action up to, and including, immediate dismissal.

If, at the conclusion of an investigation, the Company determines that a violation has occurred or the allegations are substantiated, effective remedial action commensurate with the severity of the offence will be taken.

## **Modification**

The Company may modify this Policy to maintain compliance with applicable laws and regulations or accommodate organizational changes within the Company.